

# AMERICAN INSTITUTE OF PARLIAMENTARIANS

## BYLAWS

### ARTICLE I - NAME

The name of this Illinois not-for-profit educational corporation shall be the American Institute of Parliamentarians (hereinafter referred to as AIP).

### ARTICLE II - PURPOSE

The general purpose of AIP shall be the improvement of parliamentary procedure. Specific objectives are codified in the AIP Action Program.

### ARTICLE III - MEMBERSHIP

**Section 1. Membership.** Any individual, association, institution, or corporation that subscribes to the purpose of AIP shall be eligible to apply for membership.

**Section 2. Process.** An applicant for membership shall submit a completed application and the payment of annual dues to AIP headquarters.

**Section 3. Non-discrimination.** AIP shall not discriminate in any of its policies or practices on the basis of race, color, religious affiliation, sex, sexual orientation, age, marital status, physical disability or medical condition, national or ethnic origin, or citizenship.

**Section 4. Membership Categories.** There shall be two membership categories: Individual and Associate.

**Section 5. Individual Category.** The individual category shall include the following sub-categories: Regular, Certified Parliamentarian, Certified Professional Parliamentarian, Certified Parliamentarian-Teacher, Certified Professional Parliamentarian-Teacher, Full-time Student, and Retired.

**5.1 Regular.** Regular membership benefits shall include a single voting privilege at the annual session, when the required registration fee has been paid. Regular members shall be eligible for election or appointment to AIP leadership positions.

**5.2 Certified Parliamentarian.** A certified parliamentarian shall receive the benefits of regular membership; and be entitled to use the title *Certified Parliamentarian* and the initials *CP*. This credential is earned by completing a program outlined and maintained by the accrediting department.

**5.3 Certified Professional Parliamentarian.** A certified professional parliamentarian shall receive the benefits of regular membership; and be entitled to use the title *Certified Professional Parliamentarian* and the initials *CPP*. This credential is earned by completing a program outlined and maintained by the accrediting department.

**5.4 Certified Parliamentarian-Teacher; Certified Professional Parliamentarian-Teacher.** A certified parliamentarian or a certified professional parliamentarian may be

credentialed as a teacher of parliamentary procedure by completing a program outlined and maintained by the accrediting and education departments. As appropriate, the individual so accredited shall be entitled to use the title *Certified Parliamentarian-Teacher* and the initials *CP-T*, or *Certified Professional Parliamentarian-Teacher* and the initials *CPP-T*.

**5.5 Certified Parliamentarian Retired and Certified Professional Parliamentarian Retired.** A certified parliamentarian or certified professional parliamentarian may notify the board secretary and the accrediting director that he is retired from practice as a parliamentarian and request reclassification to retired membership. When this notice is received, the member shall be reclassified as CP-Retired or CPP-Retired. Retired members shall always use the retired qualification when using the certified designation and will be excused from any continuing education requirements for maintenance of certified membership status. A retired member shall receive the privileges of regular membership. If a retired member wishes to terminate retirement and retired status, he shall apply to the accrediting department for determination of his eligibility for reinstatement to certified status.

**5.6 Full-time Student.** A full-time student, who has not been classified as a CP or CPP, may request this membership category. The application shall be accompanied by documentation indicating full-time student status. Membership in this category shall automatically cease at the end of the membership year in which there is a change in student status. A full-time student member shall receive all privileges of regular membership.

**Section 6. Associate Member Category.** An association, institution, or corporation may apply for associate membership. Associate members shall receive no rights or privileges, but the associate member shall be entitled to receive or have online access to the *Parliamentary Journal* and *The Communicator*, and shall have online access to the *AIP Directory*.

**Section 7. Dues.** Dues shall be payable on or before the annual membership renewal date. The dues for each class of membership shall be:

Regular (first 2 years)	\$55.00
Regular (after 2 years)	\$70.00
Certified Parliamentarian (CP)	\$105.00
Certified Professional Parliamentarian (CPP)	\$130.00
CP or CPP Retired	\$70.00
Full-time Student	\$20.00
Associate	\$60.00

**Section 8. Termination.** Membership shall cease by resignation, non-payment of dues, expulsion, or death.

**8.1 Resignation.** A member may resign by sending a written resignation to headquarters. The resignation shall be effective upon receipt unless specified otherwise.

**8.2 Non-payment of Dues.** A member, in any category, shall be dropped for non-payment of dues if dues are not received forty-five days after the due date. The termination may be expunged by vote of the executive committee.

**8.3 Expulsion.** In addition to the provisions of Rules for Handling Complaints and Reporting Ethical Violations, a member may be expelled for cause by ballot vote of two-thirds of the entire membership of the board at a regular or special meeting.

**Section 9. Certified Reinstatement.** A former certified member who has been reinstated as a regular member may apply to the accrediting department to be reinstated to a certified status. Certified reinstatement shall be granted upon the recommendation of the accrediting department and approval by a majority vote of the board.

## **ARTICLE IV - OFFICERS AND DUTIES**

**Section 1. Officers.** There shall be a president, vice-president, secretary, and treasurer.

**Section 2. Terms.** The terms for each officer shall be one year, beginning at the close of the annual session in the year of their election and continuing until their successor shall be elected. Terms shall begin at adjournment of the annual session in which elected. Officers shall not serve a third consecutive term in the same position.

**Section 3. Eligibility.** Only members who have held membership for at least one year shall be eligible for election to office.

**Section 4. Duties of the President.** The president shall have all of those duties and powers set forth for same in the parliamentary authority of this organization, and those duties and powers set forth under the statutes of Illinois. In addition, the president shall have such further duties and powers as are set forth in these bylaws, the standing orders, and the board policies.

**Section 5. Duties of the Vice-President.** The vice-president shall preside in the absence of the president and shall succeed to the presidency upon the death, resignation, or incapacity of the president. Upon succession or designation by the board, the vice-president shall succeed to all of the duties and powers of the president. The vice-president shall have such other duties and powers as are set forth in these bylaws, the standing orders, and the board policies.

**Section 6. Duties of the Secretary.** The secretary shall maintain the records of the organization other than the financial records. All documentation regarding contracts, awards, certifications, correspondence, minutes, and notices shall be filed with the secretary. Those original documents which are within the responsibility of the accrediting department and the education department shall be maintained therein. The recommendations of these departments shall contain appropriate copies of supporting documentation to be filed with the secretary. The board may designate a repository for this documentation with a contractual party, but the secretary shall retain control of and access to these filings and archives. The secretary shall have such other duties and powers as are set forth in these bylaws, the standing orders, and the board policies.

**Section 7. Duties of the Treasurer.** The treasurer shall maintain the financial records of the organization. The treasurer shall compile the information with which to prepare the annual budget and the annual audit. The treasurer shall report current financial information at each meeting of the board and at the annual meeting of the membership; a written copy of this report must be filed with the secretary. The treasurer shall chair the budget and finance committee. The treasurer shall have such other duties and powers as are set forth in these bylaws, the standing orders, and the board policies.

**Section 8. Death, Resignation, or Incapacity of Officers other than President.** Upon death, resignation, or incapacity of the vice-president, secretary, or treasurer, the board shall fill the vacancy for the balance of the term. The president shall secure and transfer the records of the vacant office to the successor expeditiously.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors, herein referred to as the board, shall be composed of the officers of the organization, the accrediting director, the education director, and eight directors elected at the annual session.

### **Section 2. Terms.**

**2.1 Elected Directors.** The terms of directors shall be for two years or until their successors are elected; with four elected in the odd years and four elected in the even years. The term of office shall begin at the adjournment of the annual session in which each is elected and shall end at the adjournment of the annual session in the next odd or even year. Directors shall not serve a third consecutive term.

**2.2 Accrediting Director and Education Director.** The accrediting director and the education director shall be elected by the board for a term of three years with the term to begin at the close of the board meeting at which they are elected.

**Section 3. Vacancies on the Board.** A vacancy in a position of director shall be filled by the board until the next annual session. No such vacancy shall be filled in the period commencing thirty days prior to the annual session. If an action is taken at an annual session that will create a vacancy in the position of director upon adjournment, the vacancy shall be filled by election at that annual session.

**Section 4. Duties of the Board.** The board shall have general operational control and responsibility for the organization. It shall have all of those duties and powers set forth for same in the parliamentary authority of this organization and those duties and powers set forth under the statutes of Illinois. In addition, the board shall have such further duties and powers as are set forth in these bylaws, the standing orders, and the board policies. The board shall advise and consent as to the recommendation of the president for the position of editor of the *Parliamentary Journal*.

**Section 5. Regular Meetings.** The board shall meet at least three times during the year at a time and by such means as is determined by the board. These regular meetings shall have thirty days notice. One of the regular meetings shall be held on the day immediately following the close of the annual session, and shall be identified as the “post-annual session board meeting.”

**Section 6. Special Meetings.** Special meetings of the board may be called by the president or by any five board members with fifteen days notice and said notice may be electronic.

**Section 7. Method of Meeting.** Meetings of the board may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all members of the board synchronously and, excepting executive sessions, shall provide for attendance, but not participation, by any member of the organization.

**Section 8. Method of Notice for Meetings.** Meetings of the board shall be noticed to the membership of the organization by electronic mail or posted on the AIP Web site.

## **ARTICLE VI - NOMINATIONS AND ELECTIONS**

**Section 1. Notice of Candidacy.** Those persons who declare to the AIP Secretary their candidacy for officer and director positions, and who give notice of intent to run at least thirty days prior to the issuance of the call of the annual session shall have their names, along with the position for which they are candidates, listed in the call.

### **Section 2. Nominations and Elections at the Annual Session.**

**2.1 Officers and Directors.** Officers and directors shall be elected at the annual session by a majority vote by ballot.

**2.2 Sequence of Elections.** The election of officers shall occur prior to the election of directors.

**2.3 Nominations from the Floor.** Candidates for officer and directors positions shall be nominated from the floor.

### **Section 3. Election of Accrediting and Education Directors.**

**3.1 Time of Election.** The accrediting and education directors shall be elected at the post annual session board meeting.

**3.2 Nominations for Accrediting and Education Directors.** Candidates for accrediting and education directors shall be nominated from the floor at the board meeting.

**3.3 Election.** The accrediting and education directors shall be elected by majority vote of the board.

## **ARTICLE VII - MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Session.** A regular annual meeting of the membership, herein referred to as the annual session, shall be held each year at a date between June 1 and August 31 at a location

to be determined by the board. In the event of an emergency, an annual session may be rescheduled by a two-thirds vote of the board.

**Section 2. Special Session.** A special session of the membership may be called by a majority vote of the board.

**Section 3. Notice.** The official notice of each session shall be distributed using mail service or electronic mail (e-mail) delivery systems to all members at least twenty days, but no more than sixty days before the session is to convene. Notices may be distributed to members by electronic means unless otherwise requested in writing to AIP.

**Section 4. Voting Members.** The record date for eligibility to vote at meetings of the membership shall be five days prior to the meeting. The roll of voting members shall be those members whose dues are current on that date, five days before the meeting.

**Section 5. Quorum.** Thirty members shall constitute a quorum for an annual session or special session.

**Section 6. Proxy Voting.** Proxy voting shall not be allowed at any meeting of the membership.

## **ARTICLE VIII - EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall be composed of the officers and two other board members, elected by the board at the post annual session board meeting.

**Section 2. Terms.** The membership of the executive committee shall have a term corresponding to that of the officers.

**Section 3. Duties and Powers.** The executive committee shall manage, negotiate, and approve all contracts of the organization, shall administer the annual budget and all contracts, shall appoint the auditor, and shall perform any other duties delegated to it by the board or the annual session. The executive committee may exercise the powers of the board between meetings of the board.

**Section 4. Meetings.** Meetings shall be at the call of the chair, with two days notice given to the board, including a copy of the agenda for the meeting. Meetings may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all executive committee members synchronously.

**Section 5. Reports.** Within thirty days of any meeting of the executive committee, minutes of the meeting shall be forwarded to each board member.

## ARTICLE IX - ACCREDITING DEPARTMENT

**Section 1. Purpose.** The accrediting department shall coordinate and implement the certification program to classify members who demonstrate high standards of excellence in parliamentary procedure.

**Section 2. Composition.** The accrediting department shall consist of the accrediting director, the assistant accrediting director, and such division chairs as are deemed necessary by the accrediting director. The accrediting director and the assistant accrediting director shall have held the classification of CPP for at least two years at the time of appointment. The assistant accrediting director shall be nominated by the accrediting director and confirmed by the board for a term of one year or until a successor is selected. The assistant accrediting director and division chairs, if any, shall have such duties as are assigned by the accrediting director.

**Section 3. Continuing Education.** To retain status as a certified parliamentarian or a certified professional parliamentarian each member shall, at least once every seven years, complete a continuing education activity as approved by the accrediting department and the board.

**Section 4. Use of Title.** No member of AIP shall use the title Certified Parliamentarian, Certified Professional Parliamentarian, Certified Parliamentarian-Teacher, or Certified Professional Parliamentarian-Teacher, or the initials CP, CPP, CP-T, or CPP-T, or have the privileges of a certified parliamentarian, certified professional parliamentarian, certified parliamentarian-teacher, or certified professional parliamentarian-teacher until the date when the board approves reclassification.

## ARTICLE X - EDUCATION DEPARTMENT

**Section 1. Purpose.** The education department shall coordinate and implement all aspects of the AIP Action Program pertaining to education.

**Section 2. Composition.** The department shall consist of the education director, the assistant education director, and such division chairs as are deemed necessary by the education director. The education director and the assistant education director must hold the CP-T or CPP-T credential. The president and vice-president shall serve as ex-officio members of the department. The assistant education director and the chairs of the divisions shall be nominated by the education director and confirmed by the board and shall serve for a term of one year or until a successor is selected. The assistant education director and division chairs shall have such duties as are assigned by the education director.

## ARTICLE XI - COMMITTEES

**Section 1. Purpose and Meetings of Standing and Special Committees.** The purpose of committees is to support the AIP Action Program by member involvement in AIP, and to provide for a strong and effective governance system. Committee meetings may be held in person,

telephonically, or electronically. Any meeting shall provide for communication among all committee members synchronously.

**Section 2. Standing Committees.** There shall be the following standing committees: Audit; Budget and Finance; Bylaws and Standing Orders; Communications; Ethics; Member Services; Opinions; Scholarship; Youth Activities.

**2.1 Audit Committee.** The audit committee shall secure an annual audit of all funds, an audit when there is a change in the office of treasurer, and at other times as deemed necessary by the committee and with the consent of the executive committee. The committee shall submit a report at each annual session for consideration by the membership.

**2.2 Budget and Finance Committee.** The budget and finance committee shall submit an annual budget at the beginning of the fiscal year for approval by the board. The budget shall contain funding for the annual session and for the practicums which portions of the budget shall be developed in consultation with the appropriate coordinators for the annual session and the practicums.

**2.3 Bylaws and Standing Orders Committee.** The bylaws and standing orders committee shall review all proposed amendments to the bylaws and standing orders, and shall make recommendations on these to the annual session. The committee may initiate proposed amendments to the bylaws and standing orders. The committee shall prepare and present proposed standing rules for the annual session. The committee shall review new chapter bylaws and amendments to chapter bylaws for compliance with AIP bylaws and other rules. The committee reviews new chapter bylaws and recommends acceptance or conditional acceptance to the member services committee.

**2.4 Communications Committee.** The communications committee shall develop strategies to provide accurate and timely information to the public, potential members, members, and former members. The committee will work with the member services committee and the youth activities committee as appropriate to achieve their communications goals. The committee will plan and communicate the activities and benefits of AIP to the public. The committee will regularly review the Web site and make recommendations to the executive committee regarding the Web site.

**2.5 Ethics Committee.** The ethics committee shall process complaints received against members in accordance with the Rules for Handling Complaints and Reporting Ethical Violations.

**2.6 Member Services Committee.** The member services committee shall develop and implement a program or programs for the recruitment and retention of members. The committee shall assist in the formation of new chapters and provide assistance to all chapters as requested.

**2.7 Opinions Committee.** The opinions committee shall prepare opinions for publication in the *Parliamentary Journal*, and shall assist AIP members by answering written requests for parliamentary advice.

**2.8 Scholarship Committee.** The scholarship committee shall provide scholarships to practicums, annual sessions, and other AIP educational events, which events have been approved by the board.

**2.9 Youth Activities Committee.** The youth activities committee shall develop and implement programs to encourage the membership, participation, and education of the youth members.

**Section 3. Membership of Standing Committees.** Except as otherwise provided in the bylaws, the president shall appoint committee chairs subject to approval by the board; committee members shall be appointed by the president in consultation with the respective committee chair. All committees shall have a minimum of three and a maximum of seven members. The president shall be an ex officio member of all committees except the ethics committee and opinions committee; the president shall not be counted in determining a quorum. The president may appoint a board liaison to serve as an ex officio member of a committee.

**3.1 Terms.** Except as otherwise provided in the bylaws, term of office shall begin upon appointment and conclude when a successor is appointed.

**3.2 Audit Committee.** The audit committee shall be appointed by the board. No person may serve simultaneously on both the audit committee and the budget and finance committee.

**3.3 Budget and Finance Committee.** The treasurer shall serve as chair of the budget and finance committee.

**3.4 Communications Committee.** In addition to the other members, there shall be as ex officio voting members of the committee: chair of youth activities committee; chair of the member services committee; editor of *The Communicator*.

**3.5 Ethics Committee.** All members of the ethics committee must hold status as CPP members. The committee shall consist of three members elected by ballot by the board at the post annual session board meeting to serve for a term of three years. The committee members shall select the chair from among the committee members. Members of the ethics committee may serve two consecutive terms on the committee.

**3.6 Opinions Committee.** The committee shall consist of three members. All members of the opinions committee must hold status as CPP members.

**3.7 Vacancies.** Vacancies on a committee shall be filled in the same manner as the original selection of the members for the balance of the term.

**Section 4. Special Committees.** Except as otherwise provided in the bylaws or standing orders, special committees may be established by the annual session, the board, the executive committee, or the president.

## ARTICLE XII - CHAPTERS

**Section 1. Purpose.** The chapters shall promote the objectives and educational programs of AIP by providing leadership training and workshops in parliamentary law and procedure, providing an opportunity for chapters to discuss issues of mutual benefit to AIP, and enhancing membership retention and extension.

**Section 2. Chapters.** A chapter shall be composed of those AIP members who have chosen to affiliate with it. A chapter shall promote the goals and objectives of AIP, meet at least twice a year, and elect officers. Electronic chapters are permitted.

**2.1 Compliance with AIP Governing Documents.** Chapter bylaws and any amendments thereto shall be in compliance with AIP governing documents, show the date of approval, and be filed with the permanent records of AIP.

**2.2 Chapter Charter.** A group of at least five AIP members may apply to organize a chapter.

**2.2.1** An organizing chapter must submit the name of the chapter, minutes of organizational meetings, officers, and adopted bylaws to the AIP Secretary.

**2.2.2** Bylaws and recognition as an AIP chapter shall become effective upon recommendation of the member services committee, bylaws and standing orders committee, and approval by the board.

**2.3 Chapter Bylaws Amendment.** When revised or amended, the new bylaws shall be submitted to the AIP Bylaws and Standing Orders Committee for review and filing.

**Section 3. Chapter Dissolution.** A chapter may dissolve voluntarily or by revocation for non-compliance with these bylaws. A chapter that has dissolved shall return its charter, any funds or other assets, and the records to the AIP Secretary. Unless otherwise designated, the assets shall revert to the AIP general fund.

**3.1 Voluntary Dissolution.** A chapter may dissolve voluntarily, by a two-thirds vote with previous notice, at a special meeting stating the purpose; with the date, time, and place of the meeting given in a written notice to all chapter members, not less than thirty days prior to said meeting; copy of such notice to be provided to the AIP Secretary. Members living more than seventy-five miles from the meeting place shall be allowed to vote by mail.

**3.2 Dissolution of Inactive Chapters.** An inactive chapter, one that has not met for two consecutive years, may have its charter revoked by two-thirds vote of the AIP Board. At least sixty days written notice shall be sent by certified mail to the last known chapter officers and members, return receipt requested, prior to the vote to revoke the chapter charter.

## ARTICLE XIII - INDEMNIFICATION

Officers, directors, and employees of AIP shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for gross negligence or misconduct in the performance of duty.

## ARTICLE XIV - PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern AIP so far as it is applicable and not inconsistent with the bylaws, standing orders and any special rules of order that AIP may adopt.

## ARTICLE XV - AMENDMENT

**Section 1. Amendment of Bylaws, Action Program, and Code of Ethics.** The bylaws, the action program, and the code of ethics may be amended by either of the following procedures:

**1.1 Amendment With Notice.** Following notice of amendment given to all members with the official notice of the annual session, a two-thirds vote of members present and voting at the annual session will be required.

**1.2 Amendment Without Notice.** If notice has not been given as in Section 1.1, then a member must give twelve hours notice of the amendment, and there must be a two-thirds vote in the affirmative to consider an amendment. Amendments proposed by this method require a four-fifths vote of members present and voting at the annual session to adopt. Debate on the motion to consider shall be confined to the merits of consideration.

**Section 2. Revision of Bylaws, Action Program, and Code of Ethics.** If a revision of the bylaws, action program, or code of ethics is ordered by majority vote at an annual session, the next annual session shall not consider any other amendments proposed to that document as separate motions; amendments to the revision documents shall be allowed from the floor.

**Section 3. Amendment of Standing Orders.** The standing orders may be amended by either of the following procedures:

**3.1 Amendments With Notice.** Following notice of amendment given to all members with the official notice of the annual session, a majority vote of members present and voting at the annual session is required to adopt.

**3.2 Amendments Without Notice.** If notice has not been given as in Section 3.1, a two-thirds vote of members present and voting is required to adopt.

**Section 4. Origin of Amendments.** Amendments to the bylaws, action program, code of ethics, and standing orders may be originated by one of the following methods: (1) an act of the board; (2) majority vote of the bylaws and standing orders committee; (3) petition signed by at least five members; or (4) motion at an annual session. All amendments shall be referred to the bylaws and standing orders committee.

**PROVISOS:**

1. **DUES:** Anniversary billing is to be implemented beginning in September 2009. All current members would remain under the current dues period of June 1. All new or returning members would pay annual dues based on their joining or reinstatement date.
2. **TERMS OF ELECTED DIRECTORS:** The prohibition on serving a third consecutive term in Article V Section 2.1 will be effective beginning with the 2010 election.
3. **REGIONS:** All regions will be dissolved as of May 31, 2010 and any region funds shall be deposited with the AIP Treasurer by June 30, 2010.

All provisos will be fully executed at the close of the annual session in 2010 and are not to be printed with the bylaws after that date.

Adopted August 1, 2009

*Approved by the Bylaws and Standing Orders Committee as of August 31, 2009, after consideration under the authority granted by the Annual Session for conforming amendment.*